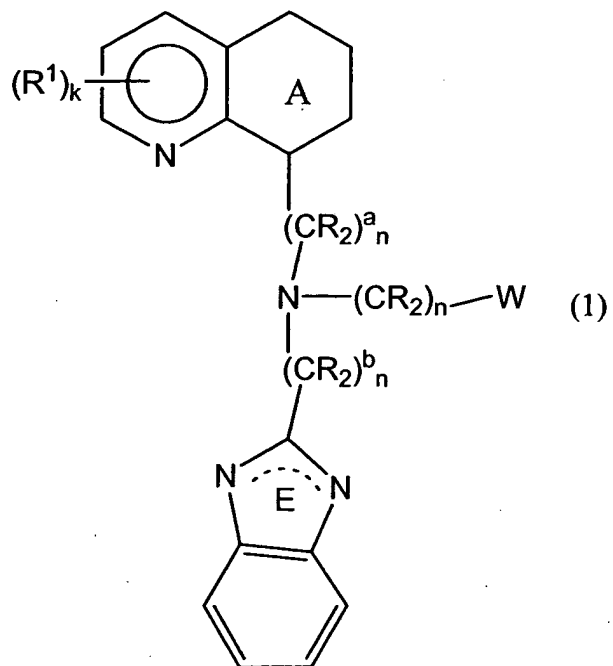
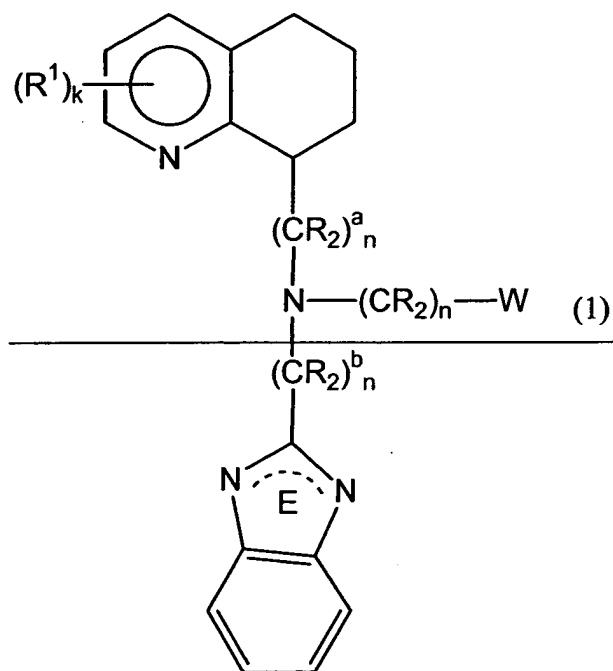


AMENDMENTS TO THE CLAIMS

1. (currently amended) A compound of the formula



and the salts thereof

wherein

R^1 is selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or 1;

each R is independently H or alkyl (1-6C);

W is pyridyl, oxazolyl, or imidazolyl; wherein W is optionally substituted with Y_j ;

j is 0-3;

each Y is independently a non-interfering substituent selected from the group consisting of benzyl, halo, or OR ; SH ; SO ; SO_2 ;

optionally substituted phenyl;

$-(CR_2)_mOR$;

$-(CR_2)_mCOR$;

$-(CR_2)_mCOOR$;

$-(CR_2)_mN=CH-NR_2$;

$-(CR_2)_mCN$;

$-(CR_2)_mNR^5_2$;

$-(CR_2)_mNR(CR_2)_mNRR^4$;

$-(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5_2$;

$-(CR_2)_mCO(CR_2)_mNR^5_2$;

$-(CR_2)_mCO(CR_2)_mNR(CR_2)_mNRR^4$;

$-(CR_2)_mCO(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5_2$;

$-(CR_2)_mNR(CR_2)_mNRR^4$;

$-(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5_2$;

$-(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR(CR_2)_mNR^5_2$;

$-(CR_2)_mNROH$;

$-(CR_2)_mCONROH$;

~~-(CR₂)_mCR=NOH;~~

~~-(CR₂)_m-guanidino;~~

~~-(CR₂)_mCONHNHR; and~~

~~-(CR₂)_m-amidino;~~

wherein R is H or alkyl (1-6C), each m is independently 0-4, and each ~~R⁴~~ and each ~~R⁵~~ is independently H, alkyl (1-6C), alkenyl ~~(2-6C)~~ (1-6C), alkynyl ~~(2-6C)~~ (1-6C), or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

2. (original) The compound of claim 1, wherein E comprises a pi bond coupled to one N.

3. (canceled)

4. (original) The compound of claim 1, wherein k is 0-1.

5. (canceled)

6. (original) The compound of claim 1, wherein one of (CR₂)_n^a and (CR₂)_n^b is CH₂ and the other is a bond.

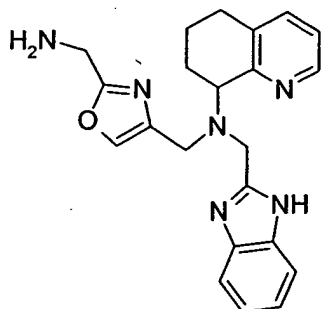
7. (original) The compound of claim 6, wherein (CR₂)_n^a is a bond and (CR₂)_n^b is CH₂.

8-9. (canceled)

10. (currently amended) The compound of claim 1 1 [[9]], wherein W is optionally substituted with benzyl, halo, or (CR₂)_m-NH₂ where m = 0-1.

11-14. (canceled)

15. (currently amended) The compound of claim 1, wherein said compound is selected from the group consisting of



(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl]-amine;

6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinoliny)-amine;

(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;

4-{[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl}-2,6-dichloropyridine;

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

(1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

and

(1H-Benzimidazol-2-ylmethyl)-(3H-imidazol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

or a salt thereof.

16. (previously presented) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 1.

17. (original) The pharmaceutical composition of claim 16, wherein $(CR_2)^a_n$ is a bond and $(CR_2)^b_n$ is CH_2 .

18. (canceled)

19. (previously presented) The pharmaceutical composition of claim 16, wherein ring E comprises a pi bond coupled to one N.

20. (original) A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. (canceled)

22. (previously presented) The pharmaceutical composition of claim 16, wherein k is 0-1.

23. (previously presented) The pharmaceutical composition of claim 20, wherein said chemokine receptor is CXCR4 or CCR5.

24-26. (canceled)